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*Attorneys for Defendants Express Scripts, Inc.,  
Aristotle Merger Sub, Inc., Aristotle Holding, Inc.  
and Plato Merger Sub, Inc.*

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE:

MEDCO/EXPRESS SCRIPTS MERGER  
LITIGATION

Civil Action No. 11-4211 (DMC) (MF)

**CERTIFICATION OF JOSEPH P.  
LA SALA IN OPPOSITION TO  
PLAINTIFFS' FEE APPLICATION**

**ORAL ARGUMENT REQUESTED**

**HEARING DATE: APRIL 16, 2012**

JOSEPH P. LASALA hereby certifies that:

1. I am a member of the law firm of McElroy, Deutsch, Mulvaney & Carpenter, LLP, attorneys for Defendants Express Scripts, Inc., Aristotle Merger Sub, Inc., Aristotle Holding, Inc. and Plato Merger Sub, Inc. (collectively, "Express Scripts") in the above-captioned action. I submit this Certification in Support of Express Scripts' Opposition to Plaintiffs' Fee Application and its related exhibits.

2. I have attached hereto as Exhibit A, Precedent Delaware Court of Chancery Fee Awards for Similar Therapeutic Benefits.

3. I have attached hereto as Exhibit B, Declaration of Kevin F. Dages with Appendices A-D and Exhibits 1-4 thereto.

4. I have attached hereto as Exhibit C, *In re Alberto-Culver S'holder Litig.*, C.A. No. 5873-VCS (Del. Ch. Feb. 21, 2011) (TRANSCRIPT).

5. I have attached hereto as Exhibit D, *In re Allion Healthcare, Inc. S'holders Litig.*, C.A. No. 5022-CC (Del. Ch. Jan. 19, 2011) (TRANSCRIPT).

6. I have attached hereto as Exhibit E, *In re Atlantic Liberty Fin. Corp. S'holders Litig.*, C.A. No. 1863-CC (Del. Ch. June 30, 2006) (ORDER).

7. I have attached hereto as Exhibit F, *In re Burger King Holdings, Inc. S'holder Litig.*, C.A. No. 5808-VCL (Del. Ch. Jan. 19, 2011) (TRANSCRIPT).

8. I have attached hereto as Exhibit G, *In re Burlington N. Santa Fe S'holder Litig.*, C.A. No. 5043-VCL (Del. Ch. Oct. 28, 2010) (TRANSCRIPT).

9. I have attached hereto as Exhibit H, *In re Celera Corp. S'holders Litig.*, C.A. No. 6304-VCP (Del. Ch. Mar. 23, 2012) (OPINION).

10. I have attached hereto as Exhibit I, *In re Diamond Mgmt. & Tech. Consultants, Inc. S'holder Litig.*, C.A. No. 5765-CC (Del. Ch. May 25, 2011) (TRANSCRIPT).

11. I have attached hereto as Exhibit J, *Duva v. GLG Partners, Inc.*, C.A. No. 5512-VCS (Del. Ch. Jan. 24, 2011) (TRANSCRIPT).

12. I have attached hereto as Exhibit K, *Forgo v. Health Grades, Inc.*, C.A. No. 5716-VCS (Del. Ch. June 29, 2011) (TRANSCRIPT).

13. I have attached hereto as Exhibit L, *Gober v. Cooper*, C.A. No. 4276-CC (Del.

Ch. Nov. 23, 2009) (TRANSCRIPT).

14. I have attached hereto as Exhibit M, *In re Int'l Coal Grp., Inc. S'holders Litig.*, C.A. No. 6464-VCP (Del. Ch. Jan. 30, 2012) (TRANSCRIPT).

15. I have attached hereto as Exhibit N, *In re J. Crew Grp., Inc. S'holders Litig.*, C.A. No. 6043-CS (Del. Ch. Dec. 14, 2011) (TRANSCRIPT).

16. I have attached hereto as Exhibit O, *In re Jaccuzzi Brands, Inc. S'holders Litig.*, C.A. No. 2477-CC (Del. Ch. June 26, 2007) (TRANSCRIPT).

17. I have attached hereto as Exhibit P, *La. Mun. Police Emps.' Ret. Sys. v. Crawford*, C.A. No. 2653-CC (Del. Ch. June 8, 2007) (TRANSCRIPT).

18. I have attached hereto as Exhibit Q, *In re LaBarge Inc. S'holder Litig.*, C.A. No. 6368-VCN (Del. Ch. Jan. 3, 2012) (TRANSCRIPT).

19. I have attached hereto as Exhibit R, *In re Medco Health Solutions, Inc. S'holders Litig.*, C.A. No. 6720-CS (Del. Ch. Aug. 23, 2011) (ORDER).

20. I have attached hereto as Exhibit S, *In re Mediacom Commc'ns Corp.*, C.A. No. 5537-VCS (Del. Ch. June 6, 2011) (TRANSCRIPT).

21. I have attached hereto as Exhibit T, *In re Metals USA, Inc. S'holders Litig.*, C.A. No. 1367-N (Del. Ch. Dec. 22, 2006) (ORDER).

22. I have attached hereto as Exhibit U, *Minard v. Warbug Pincus Private Equity IX, LP*, C.A. No. 4894-VCS (Del. Ch. May 26, 2010) (TRANSCRIPT).

23. I have attached hereto as Exhibit V, *Minneapolis Firefighters' Relief Ass'n v. Amore*, C.A. No. 6175-VCN (Del. Ch. July 25, 2011) (TRANSCRIPT).

24. I have attached hereto as Exhibit W, *Minneapolis Firefighters' Relief Ass'n v. Ceridian Corp.*, C.A. No. 2996-CC (Del. Ch. Feb. 25, 2008) (TRANSCRIPT).

25. I have attached hereto as Exhibit X, *In re Monogram Biosciences, Inc. S'holders Litig.*, C.A. No. 4703-CC (Del. Ch. Jan. 26, 2010) (TRANSCRIPT).

26. I have attached hereto as Exhibit Y, *In re Mossimo, Inc. S'holders Litig.*, C.A. No. 1246-N (Del. Ch. Feb. 22, 2007) (TRANSCRIPT).

27. I have attached hereto as Exhibit Z, *In re Petco Animal Supplies, Inc. S'holders Litig.*, C.A. No. 18056-NC (Del. C. May 15, 2001) (ORDER).

28. I have attached hereto as Exhibit AA, *Plumbers Union Local No. 12, Pension Fund v. Ambassadors Grp. Inc.*, No. CV-09-0214-JLQ (E.D. Wash. Nov. 10, 2011) (ORDER).

29. I have attached hereto as Exhibit BB, *Plumbers Union Local No. 12, Pension Fund v. Ambassadors Grp. Inc.*, No. CV-09-0214-JLQ (E.D. Wash. Nov. 23, 2011) (ORDER).

30. I have attached hereto as Exhibit CC, *Plumbers Union Local No. 12, Pension Fund v. Ambassadors Grp. Inc.*, No. CV-09-0214-JLQ (E.D. Wash. Nov. 30, 2011) (TRANSCRIPT).

31. I have attached hereto as Exhibit DD, *Plumbers Union Local No. 12, Pension Fund v. Ambassadors Grp. Inc.*, No. CV-09-0214-JLQ (E.D. Wash. Dec. 7, 2011) (ORDER).

32. I have attached hereto as Exhibit EE, *In re Pride Int'l, Inc. S'holders Litig.*, C.A. No. 6201-CS (Del. Ch. Nov. 23, 2011) (TRANSCRIPT).

33. I have attached hereto as Exhibit FF, *In re RehabCare Grp., Inc. S'holders Litig.*, C.A. No. 6197-VCL (Del. Ch. Sept. 8, 2011) (TRANSCRIPT).

34. I have attached hereto as Exhibit GG, *In re Schering-Plough/Merck Merger Litig.*, No. 09-CV-1099 (DMC) (D.N.J. Mar. 24, 2010) (TRANSCRIPT).

35. I have attached hereto as Exhibit HH, *In re Se. Pa. Transp. Auth. v. Josey*, C.A. No. 5427-VCP (Del. Ch. Mar. 14, 2011) (TRANSCRIPT).

36. I have attached hereto as Exhibit II, *Smith v. ServiceMaster Co.*, C.A. No. 2924-VCS (Del. Ch. Sept. 29, 2008) (TRANSCRIPT).

I certify under penalty of perjury that the foregoing is true and correct.

Executed on April 2, 2012

/s/ Joseph P. LaSala  
Joseph P. LaSala